



SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2012
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system:
If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies that are part of the group:
or 2) allocation to each insurer:

Yes[X] No[]
Yes[] No[X]
Yes[X] No[]
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity?

Yes[] No[X]
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement?

Yes[] No[X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1 Name and Principal Position	2 Year	Annual Compensation			
		3 Salary	4 Bonus	5 All Other Compensation	6 Totals
1. Chief Executive Officer	2012 .	1,101,130	14,886,830	24,796	16,012,756
Patricia A. Hemingway Hall	2011 .	1,013,194	11,842,742	19,206	12,875,142
.....	2010 .	1,006,586	7,008,077	4,970	8,019,632
2. Colleen Foley Reitan	2012 .	726,868	7,946,640	16,812	8,690,319
EVP & Chief Operating Officer	2011 .	625,819	3,273,077	7,014	3,905,910
.....	2010 .	615,211	1,717,723	10,243	2,343,177
3. Martin G. Foster	2012 .	677,127	5,746,195	29,914	6,453,236
EVP & President of Plan Operations	2011 .	625,819	4,124,202	16,072	4,766,093
.....	2010 .	615,211	2,201,153	8,424	2,824,789
4. Kenneth S. Avner	2012 .	537,138	4,676,394	5,666	5,219,198
SVP - CFO & Chief Actuary	2011 .	436,611	1,773,107	3,857	2,213,576
.....	2010 .	364,844	982,112	3,961	1,350,917
5. Paula A. Steiner	2012 .	490,433	4,225,664	1,696	4,717,793
EVP Market Retail & Chief Strategy Officer	2011 .	394,697	1,718,387	12,158	2,125,243
.....	2010 .	353,686	961,271	11,816	1,326,774
6. Jimmy D. Rodgers	2012 .	430,692	3,871,768	15,674	4,318,135
SVP & Chief Marketing Officer	2011 .	399,315	1,989,729	2,050	2,391,094
.....	2010 .	409,591	1,042,905	1,363	1,453,859
7. Deborah Dorman-Rodriguez	2012 .	421,980	3,323,109	5,274	3,750,362
SVP & Chief Legal Officer	2011 .	354,797	1,502,228	3,937	1,860,962
.....	2010 .	341,185	844,969	598	1,186,752
8. Karen M. Atwood	2012 .	394,258	3,060,844	817	3,455,919
President IL Division	2011 .	350,386	1,104,062	4,095	1,458,542
.....	2010 .	355,391	291,302	804	647,498
9. Austin J. Waldron	2012 .	397,728	2,861,661	2,407	3,261,797
SVP & Chief Customer Service Officer	2011 .	353,264	1,708,876	2,057	2,064,196
.....	2010 .	347,642	982,560	4,234	1,334,436
10. Bert E. Marshall	2012 .	339,085	2,803,984	16,685	3,159,753
President Texas Division	2011 .	266,210	1,046,940	4,172	1,317,322
.....	2010 .	265,671	419,733	5,400	690,803

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals
Timothy L. Burke	184,000	7,662	191,662
Milton Carroll	856,000	5,983	861,983
Robert T. Clarke	168,000	10,490	178,490
Michelle L. Collins	196,000	1,098	197,098
James R. Corrigan	174,000	9,256	183,256
Tieman Dippel	179,000	4,665	183,665
Dennis J. Gannon	167,000	8,834	175,834
Dianne B. Gasbarra, MD	166,000	5,442	171,442
Jack A. Griggs, Ph.D.	158,000	8,936	166,936
Thomas R. Hix	168,000	2,644	170,644
Alejandra Perez-Tamayo, MD	70,000		70,000
M. Ray Perryman, Ph.D.	184,000	14,996	198,996
Waneta C. Tuttle, Ph.D.	170,000	6,909	176,909
9999999	2,840,000	86,914	2,926,914